

**Articles of Association**

of

**Alumni Freiburg e. V.**

- in the version from 8 July 2016 -

## **Article 1 Name and Purposes of the Articles**

- 1) The association bears the name “Alumni Freiburg e. V.” It must be entered into the official register of associations. The association is strictly non-profit-making in nature. Its purposes include the following:
  - a) promoting the University of Freiburg;
  - b) fostering research, teaching, and continuing education as well as art and culture at the University of Freiburg;
  - c) supporting students and junior researchers in carrying out their academic work as well as in general aspects;
  - d) maintaining an exchange of ideas and experience between representatives of research, students, alumni, and the public at a national and international level;
  - e) developing, reinforcing, and maintaining the members’ bond with the university in order to strengthen the contact between research and practice for the good of society, both nationally and internationally.
- 2) The association fulfills the above-named purposes itself or by transmitting funds to another tax-privileged corporation or a public corporation, above all the University of Freiburg, to be used for tax-privileged purposes (Section 58, No. 1, German Fiscal Code – AO).
- 3) A transmission of funds within the scope of Section 58, No. 2 of German Fiscal Code (AO) is also permissible. The association may also realize its purposes in foreign countries insofar as this does not threaten its non-profit-making nature.

## **Article 2 Registered Office and Financial Year**

The registered office of the association is in Freiburg im Breisgau. Its financial year is the calendar year.

## **Article 3 Realization of the Purposes of the Articles**

- (1) The association realizes the purposes of the Articles in particular by:
  - a) creating a basis for public relations and fundraising work;
  - b) engaging in public relations work and fundraising;
  - c) providing financial and material support for research, teaching, continuing education, art, and culture at the University of Freiburg;
  - d) organizing public conferences, meetings, and further training courses;
  - e) promoting the exchange of views and experiences between research and practice;
  - f) providing financial and material support for the education of students;
  - g) providing financial and material support for the social and cultural development of students;
  - h) promoting national and international club work and providing the clubs with ideas and material support;

- i) publishing newsletters, association magazines, etc.
- (2) The association implements further measures that seem suitable for achieving its aims insofar as this is deemed necessary.

#### **Article 4 Non-Profit Status**

- (1) The association pursues purposes that are exclusively and directly for the public benefit in the sense described in the section "Tax-privileged purposes" of the German Fiscal Code (AO). The association does not operate for its own benefit. Its primary purpose is not that of a private commercial enterprise.
- (2) Association funds may be used solely for the purposes stated in the Articles. The members of the association may not receive any remuneration from association funds. No person may benefit from expenditures that are not consistent with the purposes of the association or from excessively high fees.
- (3) The members receive neither their membership fees nor any other payments or contributions back if they cancel their membership or if the association is dissolved or disbanded.

#### **Article 5 Assets of the Association**

- (1) The assets of the association are available exclusively for the purposes of the association as described under Article 1.
- (2) The association may serve as a trustee for unincorporated foundations and manage incorporated foundations insofar as the purposes of these foundations are consistent with the purposes of the association as described under Article 1.
- (3) The association is authorized to accept donations and add them to its assets if the donor wishes the donation to be added to the assets of the association or if the donation was made within the context of a last will and testament and the deceased has not specified a use for the amount. In addition, the association may add any donations to its assets that it receives in response to a call for donations to the association.

#### **Article 6 Organs of the Association**

- (1) The organs of the association are:
  - the board of directors and
  - the general assembly.

The organs may adopt rules of procedure.

- (2) The members of the organs serve in an honorary capacity. However, they are entitled to reimbursement of expenses in accordance with a corresponding resolution by the general assembly.
- (3) The liability of the members of the organs to the association is regulated in accordance with Section 31a of the German Civil Code (BGB).

## **Article 7 Membership and Voting**

- (1) The members of the association are:
  - a) the members of the organs of the association,
  - b) the honorary members, and
  - c) legal entities and natural persons and partnerships that have been accepted as members of the association.
- (2) Eligible for membership in the association are all legally competent natural persons and legal entities, in particular institutions, associations, and organizations that support the University of Freiburg in its tasks, as well as partnerships that actively support the goals of the association and act as promoters of the University of Freiburg.
- (3) Insofar as nothing in these Articles states otherwise, resolutions of the organs are made with a simple majority of the members present at the session. Abstentions are not counted in determining whether a majority has been reached. Each member has only one vote. Absent members may grant present members authority to represent them by written proxy.
- (4) Every voting member present at a general assembly meeting may represent up to 20 members of his or her Alumni Freiburg club by written proxy.

## **Article 8 Beginning and Ending of Membership**

- (1) Applications for acceptance must be submitted to the chair in writing and must include the applicant's full name and complete address; the chair must be informed of every change to the information provided in the application for acceptance. The membership begins as soon as the board of directors has informed the applicant of his or her acceptance in writing.
- (2) The membership of a natural person expires with the death of the member and that of legal entities and partnerships expires with their dissolution. The membership also expires in accordance with the following paragraphs.
- (3) The membership expires when the member withdraws from the association. The withdrawal must be declared to the chair in writing. Withdrawals are only permissible at least three months before the end of the financial year.
- (4) The board of directors may expel a member from the association for behavior that causes serious damage to the reputation or the goals of the association. Before the resolution is passed, the affected member should be given a suitable chance to be heard. The decision on the expulsion must be explained to the affected member in writing and sent to him or her by certified mail with return receipt. The affected member may appeal against the decision to the board of directors within a period of one month after receipt of the expulsion. The appeal has a suspensive effect. A decision on the appeal is made by the general assembly. Should the member fail to make use of his or her right of appeal on time, the expulsion takes effect after the deadline for making appeals.

## **Article 9 Membership Fees**

- (1) The membership fees are annual fees. Legal entities and partnerships from the private sector pay higher membership fees. However, members of associations with a membership in Alumni Freiburg e.V. do not receive a personal membership. Rather, every member of an association with a membership in Alumni Freiburg e.V. may acquire a personal membership and take advantage of the special rates for double members.
- (2) The amount of membership fees is set by the general assembly on the basis of a membership fee scale in agreement with the extended board of directors.

## **Article 10 Executive Board of Directors, Extended Board of Directors**

The board of directors consists of the executive board of directors and the extended board of directors.

- (1) The members of the executive board of directors are the incumbent rector as the chair, an alumnus or alumna elected by the general assembly as the deputy chair, and the head of the university's Office of Public Relations as the managing director.
- (2) The extended board of directors consists of the executive board of directors, the vice rectors for research and for academic affairs, the head of administration, and elected members.

The general assembly elects one board member from each of the following groups on a recommendation by the rector:

- institutionalized alumni organizations at the faculty level,
- alumni representatives of the faculties,
- chairs of the university's funding organizations,
- persons who provide special support for the cause of alumni work.

In addition, the general assembly elects up to six board members from among the presidents of recognized national and international alumni clubs as described under Article 18. All members of the board of directors must be members of the association at the time of their election.

- (3) The chair of the executive board of directors and the extended board of directors is the rector. In the case that the rector is prevented from attending a session, he or she is represented by the deputy chair in the executive and extended board of directors. The elected members are elected by the general assembly for a term of four years. They may be reelected.
- (4) Decisions by the extended board of directors are made by resolutions with a simple majority of those present. Each member has a vote. No resolution may be made against the majority of the votes of the ex officio board members. In the event of a tie, the chair has the deciding vote.
- (5) The board as defined under Section 26 of the German Civil Code (BGB) consists of the members of the executive board of directors. Two of these board members at a time represent the association in and out of court.
- (6) The liability of the executive board of directors with regard to the assets of the association is limited to the amount of the assets of the association. The executive board of directors may only enter into obligations for the association within the limits of the assets of the association. Its power of representation is thus limited in this respect.

### **Article 11 Tasks of the Executive Board of Directors**

- (1) The executive board of directors implements the resolutions of the general assembly and the extended board of directors and takes care of the routine administrative tasks. Furthermore, it has the following tasks:
  - a) convening general assembly meetings,
  - b) reporting to the general assembly on its activities at regular intervals,
  - c) transmitting funds to the University of Freiburg within the context of the financial and economic plan as well as funds raised for the promotion of the University of Freiburg and the fulfillment of its tasks,
  - d) taking care of bookkeeping and drawing up the annual final accounts,
  - e) making resolutions on the acceptance and expulsion of members,
  - f) cooperating closely with the University of Freiburg, particularly by making agreements concerning the recognition of alumni clubs as described under Article 18, cooperation of personnel, and the use of alumni databases, provided that this is in compliance with data protection laws.

### **Article 12 Tasks of the Extended Board of Directors**

- (1) The extended board of directors is responsible for all affairs of the association, insofar as the Articles do not assign them to the general assembly. The board of directors adopts rules of procedure. It meets regularly, at least once a year, and has the following particular tasks:
  - a) drawing up an economic plan,
  - b) developing the goals and strategies of alumni work,
  - c) promoting the exchange of information and experience among the sponsors of the University of Freiburg,
  - d) drafting guidelines for the recognition of national and international alumni clubs as described under Article 18,
  - e) developing fundraising and marketing strategies for the promotion of the University of Freiburg by Alumni Freiburg e.V.
- (2) The board of directors must take minutes of their meetings. They must be signed by the chair and the keeper of the minutes. The minutes should be passed on to the members of the board of directors within a short period of time. This may also be done in electronic form.

### **Article 13 Regular General Assembly Meetings**

- (1) The chair convenes and announces the agenda of regular general assembly meetings after every two financial years, or, in the case that the chair is unable to attend, by the deputy chair. The meetings are announced at least one month beforehand by a simple letter with a personal invitation sent to the last address the member provided to the association. After the agenda has been announced, the members may submit further items for the agenda to the executive board of directors in writing up until at least three full calendar days before the general assembly meeting.
- (2) In particular, the general assembly has the following tasks:
  - a) electing members of the board of directors in accordance with Article 10, Paragraphs 1 and 2,
  - b) accepting the annual report of the executive board of directors,
  - c) discussing and providing an opinion on the annual statement of accounts,
  - d) giving formal approval of the actions of the board of directors,
  - e) ratifying the financial and economic plan,
  - f) electing the auditor in accordance with Article 17,
  - g) setting the membership fees,
  - h) making decisions on reimbursement of expenses incurred by members of the board of directors,
  - i) passing resolutions on the appeal of a member against his or her expulsion by the executive board of directors,
  - j) conferring honorary memberships on persons who have rendered great services to the alumni of the University of Freiburg,
  - k) passing resolutions on the membership fee scale,
  - l) confirming the guidelines of the extended board of directors on the recognition of alumni clubs,
  - m) approving obligations proposed by the extended board of directors, insofar as the amount exceeds that specified in the financial and economic plan,
  - n) amending the Articles in accordance with Article 19.
- (3) The general assembly has a quorum regardless of the number of members attending if it was convened in the proper manner. The chair sets the time and place of the regular general assembly meetings. The chair heads the general assembly meetings and determines the keeper of the minutes in agreement with the general assembly. If the chair is unable to attend, the deputy chair serves as chair. If he/she is unable to attend, a member of the board of directors as described under Article 10, Paragraph 1 serves as chair.

#### **Article 14 Extraordinary General Assembly Meetings**

- (1) The chair must immediately convene an extraordinary general assembly meeting and announce its agenda if such a meeting is in the interests of the association or if at least one-third of the members call for an extraordinary general assembly meeting to be convened and provide reasons for it in writing.
- (2) The provisions described in Article 13, Paragraphs 3 apply mutatis mutandis.

#### **Article 15 Motions**

- (1) Motions presented by members must be submitted in writing.
- (2) They must be received by the executive board of directors at least three full calendar days before the general assembly meeting. The board must amend the agenda accordingly.
- (3) Motions that are not announced in accordance with Paragraph 2 are only dealt with if the general assembly gives its approval.
- (4) Paragraphs 2 and 3 do not apply to countermotions and revised motions put forward by the general assembly.

#### **Article 16 Minutes of General Assembly Meetings**

- (1) The members are sent the annual report of the board of directors along with the invitation to the general assembly meeting. Minutes of the general assembly meeting and the resolutions passed must be kept. They must be signed by the chair and the keeper of the minutes. They should describe the main content of the meeting and include the following information:
  - a) place and time of the meeting,
  - b) names and signatures of the chair and the keeper of the minutes,
  - c) number of members attending,
  - d) agenda,
  - e) resolutions passed and amendments to the Articles verbatim.

#### **Article 17 Audit**

- (1) The general assembly elects up to two auditors for two years each. They may not be members of the board of directors.
- (2) The auditors audit the annual statement of accounts of the board of directors and the bookkeeping. They report to the board of directors on the results.

### Article 18 Alumni Clubs

National or international alumni clubs are recognized by the executive board of directors. Only recognized alumni clubs can elect representatives to the extended board of directors. The extended board of directors issues binding guidelines for the recognition of alumni clubs in agreement with the university.

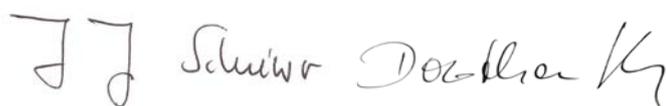
### Article 19 Amendments to the Articles of Association

- (1) The general assembly may pass amendments to the Articles with a majority of two-thirds of the members participating in the vote. Members who abstain are also regarded as having participated in the vote for the purposes of this provision.
- (2) Amendments to the Articles relating to Articles 10 to 14 require the explicit approval of the extended board in addition to a majority as described under Paragraph 1.
- (3) Every resolution concerning an amendment to the Articles must be submitted to the Tax Office before being filed at the registration court.
- (4) The Articles take effect when they are entered into the official register of associations.

### Article 20 Dissolution of the Association

- (1) The association can only be dissolved with a three-fourths majority of the members attending a regular general assembly meeting. The dissolution must be approved by the board of directors.
- (2) The general assembly that resolves to dissolve the association also elects the liquidator.
- (3) If the association is dissolved or loses its tax-privileged non-profit-making status, the assets of the association are passed on to the University of Freiburg for the purpose of promoting science, research, and teaching.
- (4) The provisions on the dissolution of the association also apply in the case that the association is dissolved for another reason or loses its legal capacity.

Freiburg, 8 July 2016



Prof. Dr. Dr. h. c.  
Hans-Jochen Schiewer

Rector

Chair

ALUMNI FREIBURG e.V.



Dr.  
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